

RECORDATION NO. 27176-E FILED

JUN 23 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 23, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2007-3

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture and Supplement No. 4 (CIT Rail Trust 2007-3), dated June 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 4 (CIT Rail Trust 2007-3), being filed with the Board under Recordation Number 27176-D.

The name and address of the party to the enclosed document are:

Owner Trustee: Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

[Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001]

Anne K. Quinlan, Esquire
June 23, 2009
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A description of the railroad equipment covered by the enclosed document is:

413 railcars as follows: 273 tank cars within the series DBUX 301665 – DBUX 302373; 40 covered hopper cars within the series CITX 775210 – CITX 775327; and 100 covered hopper grain cars within the series CITX 702413 – CITX 702782 as more particularly set forth in the equipment schedules attached to the document.

A short summary of the document to appear in the index is:

Trust Indenture and Supplement No. 3 (CIT Rail Trust 2007-3)

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 23 '09 -9 00 AM

TRUST INDENTURE SUPPLEMENT NO. 4
(CIT Rail Trust 2007-3)

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 4 (CIT Rail Trust 2007-3), dated as of June 23, 2009 (this "Indenture Supplement"), of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2007-3), dated as of September 28, 2007 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and, SunTrust Leasing Corporation, as Owner Participant.

WITNESSETH:

WHEREAS, Owner Trustee has granted to Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee") a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Units"), other than Excepted Property, pursuant to the terms of the Trust Indenture and Security Agreement (CIT Rail Trust 2007-3), dated as of September 28, 2007, as more fully identified on Schedule 2 attached hereto (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto. Except as expressly provided herein the terms used herein are used with the meanings specified in the Indenture.

WHEREAS, in addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in the Equipment Lease Agreement (CIT Rail Trust 2007-3) dated as of September 28, 2007, as more fully identified on Schedule 2 attached hereto (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto.

WHEREAS, on the date hereof Owner Trustee entered into that certain Lease Supplement No. 4 (CIT Rail Trust 2007-3) to the Lease ("Lease Supplement No. 4") with The CIT Group/Equipment Financing, Inc. ("Lessee"), pursuant to which the Lessee assigned to Owner Trustee as security for Lessee's obligations under the Lease, Lessee's right, title and interest in, to and under all of Lessee's existing and future subleases with respect to the Units to the extent such subleases relate to Units subject to the Lease (the "Assigned Subleases").

NOW, THEREFORE, the Owner Trustee does hereby acknowledge and confirm that the Owner Trustee granted, sold, assigned, transferred, conveyed, mortgaged, pledged, charged and confirmed under the Indenture, a security interest in and mortgage lien on all right, title, interest, claims and demands of the Owner Trustee in, to and under Lease Supplement No. 4 and the Assigned Subleases (excluding, however, in each case any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, for the benefit of the holders from time to time of such Equipment Notes, subject to the terms and conditions of the Indenture.

This Indenture Supplement or a counterpart or copy hereof or evidence hereof may be filed or recorded in any public office as may be necessary or appropriate to protect the interest of the Indenture Trustee herein, in Lease Supplement No. 4 and in the Assigned Subleases.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

The Owner Trustee wishes to show for public record this Indenture Supplement and accordingly has caused this Indenture Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

It is expressly agreed and understood that all representations, warranties and undertakings of Owner Trustee hereunder (except as expressly provided herein) shall be binding upon Owner Trustee only in its capacity as Owner Trustee under the Trust Agreement and in no case shall the Trust Company be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Owner Trustee hereunder.

* * *

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION,**
not in its individual capacity, but solely as
Owner Trustee

By: *Michael A. Arsenault*
Name: Michael Arsenault
Title: Assistant Vice President

STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

The foregoing Lease Supplement (CIT Rail Trust 2007-3) was acknowledged before me, the undersigned

Notary Public, in the County of Salt Lake this June day of June, 2009 by

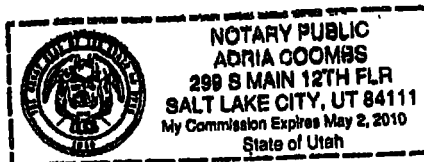
Michael Arsenault, as Asst. Vice President of WELLS FARGO BANK

NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee.

Adria Coombs
Notary Public

My commission expires: _____

[Notarial Seal]



Schedule 1
(Description of the Equipment)

Basic Group	Number	Description/Type	Mark and Numbers
A	273	General Service Tank Cars	See <u>Schedule 1-A</u> attached hereto
B	40	Pressure Differential Covered Hopper Cars	See <u>Schedule 1-B</u> attached hereto
C	100	Covered Hopper Grain Cars	See <u>Schedule 1-C</u> attached hereto

Schedule 1-A
(Marks / Numbers)

DBUX	301665	DBUX	301727	DBUX	301767	DBUX	302220
DBUX	301666	DBUX	301728	DBUX	301768	DBUX	302221
DBUX	301667	DBUX	301729	DBUX	301769	DBUX	302222
DBUX	301668	DBUX	301730	DBUX	301770	DBUX	302223
DBUX	301669	DBUX	301731	DBUX	301771	DBUX	302224
DBUX	301670	DBUX	301732	DBUX	301772	DBUX	302225
DBUX	301671	DBUX	301733	DBUX	301773	DBUX	302226
DBUX	301672	DBUX	301734	DBUX	302187	DBUX	302227
DBUX	301673	DBUX	301735	DBUX	302188	DBUX	302228
DBUX	301674	DBUX	301736	DBUX	302189	DBUX	302229
DBUX	301675	DBUX	301737	DBUX	302190	DBUX	302230
DBUX	301676	DBUX	301738	DBUX	302191	DBUX	302231
DBUX	301677	DBUX	301739	DBUX	302192	DBUX	302232
DBUX	301678	DBUX	301740	DBUX	302193	DBUX	302233
DBUX	301679	DBUX	301741	DBUX	302194	DBUX	302234
DBUX	301680	DBUX	301742	DBUX	302195	DBUX	302235
DBUX	301681	DBUX	301743	DBUX	302196	DBUX	302236
DBUX	301682	DBUX	301744	DBUX	302197	DBUX	302237
DBUX	301683	DBUX	301745	DBUX	302198	DBUX	302238
DBUX	301684	DBUX	301746	DBUX	302199	DBUX	302239
DBUX	301685	DBUX	301747	DBUX	302200	DBUX	302240
DBUX	301686	DBUX	301748	DBUX	302201	DBUX	302241
DBUX	301687	DBUX	301749	DBUX	302202	DBUX	302242
DBUX	301688	DBUX	301750	DBUX	302203	DBUX	302243
DBUX	301689	DBUX	301751	DBUX	302204	DBUX	302244
DBUX	301692	DBUX	301752	DBUX	302205	DBUX	302245
DBUX	301693	DBUX	301753	DBUX	302206	DBUX	302246
DBUX	301694	DBUX	301754	DBUX	302207	DBUX	302247
DBUX	301695	DBUX	301755	DBUX	302208	DBUX	302248
DBUX	301696	DBUX	301756	DBUX	302209	DBUX	302249
DBUX	301697	DBUX	301757	DBUX	302210	DBUX	302250
DBUX	301698	DBUX	301758	DBUX	302211	DBUX	302251
DBUX	301699	DBUX	301759	DBUX	302212	DBUX	302252
DBUX	301700	DBUX	301760	DBUX	302213	DBUX	302253
DBUX	301721	DBUX	301761	DBUX	302214	DBUX	302254
DBUX	301722	DBUX	301762	DBUX	302215	DBUX	302255
DBUX	301723	DBUX	301763	DBUX	302216	DBUX	302256
DBUX	301724	DBUX	301764	DBUX	302217	DBUX	302257
DBUX	301725	DBUX	301765	DBUX	302218	DBUX	302258
DBUX	301726	DBUX	301766	DBUX	302219	DBUX	302259

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DBUX	302260	DBUX	302303	DBUX	302346
DBUX	302261	DBUX	302304	DBUX	302347
DBUX	302262	DBUX	302305	DBUX	302348
DBUX	302263	DBUX	302306	DBUX	302349
DBUX	302264	DBUX	302307	DBUX	302350
DBUX	302265	DBUX	302308	DBUX	302351
DBUX	302266	DBUX	302309	DBUX	302352
DBUX	302267	DBUX	302310	DBUX	302353
DBUX	302268	DBUX	302311	DBUX	302354
DBUX	302269	DBUX	302312	DBUX	302355
DBUX	302270	DBUX	302313	DBUX	302356
DBUX	302271	DBUX	302314	DBUX	302357
DBUX	302272	DBUX	302315	DBUX	302358
DBUX	302273	DBUX	302316	DBUX	302359
DBUX	302274	DBUX	302317	DBUX	302360
DBUX	302275	DBUX	302318	DBUX	302361
DBUX	302276	DBUX	302319	DBUX	302362
DBUX	302277	DBUX	302320	DBUX	302363
DBUX	302278	DBUX	302321	DBUX	302364
DBUX	302279	DBUX	302322	DBUX	302365
DBUX	302280	DBUX	302323	DBUX	302366
DBUX	302281	DBUX	302324	DBUX	302367
DBUX	302282	DBUX	302325	DBUX	302368
DBUX	302283	DBUX	302326	DBUX	302369
DBUX	302284	DBUX	302327	DBUX	302370
DBUX	302285	DBUX	302328	DBUX	302371
DBUX	302286	DBUX	302329	DBUX	302373
DBUX	302287	DBUX	302330		
DBUX	302288	DBUX	302331		
DBUX	302289	DBUX	302332		
DBUX	302290	DBUX	302333		
DBUX	302291	DBUX	302334		
DBUX	302292	DBUX	302335		
DBUX	302293	DBUX	302336		
DBUX	302294	DBUX	302337		
DBUX	302295	DBUX	302338		
DBUX	302296	DBUX	302339		
DBUX	302297	DBUX	302340		
DBUX	302298	DBUX	302341		
DBUX	302299	DBUX	302342		
DBUX	302300	DBUX	302343		
DBUX	302301	DBUX	302344		
DBUX	302302	DBUX	302345		

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Schedule 1-B
(Marks / Numbers)

CITX	775210
CITX	775212
CITX	775213
CITX	775215
CITX	775216
CITX	775217
CITX	775218
CITX	775219
CITX	775220
CITX	775223
CITX	775224
CITX	775225
CITX	775227
CITX	775228
CITX	775230
CITX	775269
CITX	775270
CITX	775271
CITX	775272
CITX	775273
CITX	775274
CITX	775275
CITX	775276
CITX	775277
CITX	775278
CITX	775279
CITX	775280
CITX	775281
CITX	775282
CITX	775283
CITX	775284
CITX	775285
CITX	775286
CITX	775287
CITX	775288
CITX	775321
CITX	775324
CITX	775325
CITX	775326
CITX	775327

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Schedule 1-C
(Marks / Numbers)

CITX	702413	CITX	702454	CITX	702754
CITX	702414	CITX	702455	CITX	702755
CITX	702415	CITX	702456	CITX	702756
CITX	702416	CITX	702457	CITX	702757
CITX	702417	CITX	702458	CITX	702758
CITX	702418	CITX	702463	CITX	702759
CITX	702419	CITX	702464	CITX	702760
CITX	702420	CITX	702465	CITX	702761
CITX	702421	CITX	702466	CITX	702763
CITX	702422	CITX	702467	CITX	702764
CITX	702423	CITX	702567	CITX	702765
CITX	702424	CITX	702568	CITX	702766
CITX	702425	CITX	702570	CITX	702767
CITX	702426	CITX	702571	CITX	702768
CITX	702427	CITX	702572	CITX	702769
CITX	702428	CITX	702573	CITX	702770
CITX	702429	CITX	702574	CITX	702771
CITX	702431	CITX	702576	CITX	702772
CITX	702432	CITX	702598	CITX	702773
CITX	702433	CITX	702600	CITX	702782
CITX	702434	CITX	702601		
CITX	702435	CITX	702602		
CITX	702436	CITX	702603		
CITX	702437	CITX	702606		
CITX	702438	CITX	702607		
CITX	702439	CITX	702608		
CITX	702440	CITX	702609		
CITX	702441	CITX	702719		
CITX	702442	CITX	702733		
CITX	702443	CITX	702734		
CITX	702444	CITX	702735		
CITX	702445	CITX	702736		
CITX	702446	CITX	702737		
CITX	702447	CITX	702738		
CITX	702448	CITX	702748		
CITX	702449	CITX	702749		
CITX	702450	CITX	702750		
CITX	702451	CITX	702751		
CITX	702452	CITX	702752		
CITX	702453	CITX	702753		

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Schedule 2
(Description of the Indenture and the Lease)

Trust Indenture and Security Agreement (CIT Rail Trust 2007-3) dated as of September 28, 2007, as supplemented by that certain Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3, each dated as of September 28, 2007, as amended pursuant to that certain Omnibus Amendment (CIT Rail Trust 2007-3) dated as of October 31, 2008

Equipment Lease Agreement (CIT Rail Trust 2007-3) dated as of September 28, 2007, as supplemented by that certain Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3, each dated as September 28, 2007, as amended pursuant to that certain Omnibus Amendment (CIT Rail Trust 2007-3) dated as of October 31, 2008

Schedule 3
(Filing Information)

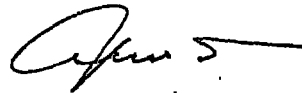
A Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3 was filed with (i) the Surface Transportation Board on September 28, 2007 at 8:00 a.m. under recordation number 27176-A, and (ii) the Registrar General of Canada on September 28, 2007 at 10:39 a.m., as amended and restated pursuant to that certain Amended and Restated Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3 filed with (i) the Surface Transportation Board on October 31, 2008 at 9:00 a.m. under recordation number 27176-C, and (ii) the Registrar General of Canada on October 31, 2008 at 1:45 p.m.

A Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 was filed with (i) the Surface Transportation Board on September 28, 2007 at 8:00 a.m. under recordation number 27176, and (ii) the Registrar General of Canada on September 28, 2007 at 10:39 a.m., as amended and restated pursuant to that certain Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 filed with (i) the Surface Transportation Board on October 31, 2008 at 9:00 a.m. under recordation number 27176-B, and (ii) the Registrar General of Canada on October 31, 2008 at 1:45 p.m.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/23/09



Robert W. Alvord